

In re: Sears Holdings Corporation, *et al.*
Debtors

Case No. 18-23538 (RDD)
Reporting Period: December 2, 2018 – January 5, 2019
Federal Tax I.D. # 20-1920798

**GLOBAL NOTES AND STATEMENTS OF LIMITATIONS
AND DISCLAIMERS REGARDING THE DEBTORS' MONTHLY OPERATING REPORTS**

On October 15, 2018 (the “**Petition Date**”), Sears Holdings Corporation and 49 of its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**,” and together with the Debtors’ non-debtor affiliates, the “**Company**”)¹ filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”) in the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”). In addition, Debtors SHC Licensed Business LLC and SHC Promotions LLC filed their voluntary petitions for relief on October 18, 2018 and October 22, 2018, respectively. The Debtors’ chapter 11 cases are being jointly administered for procedural purposes only pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”) under the caption Sears Holdings Corporation., *et al.*, Case No. 18-23538 (RDD) (S.D.N.Y.), pursuant to an order entered by the Bankruptcy Court on October 15, 2018 [ECF No. 118]. On October 24, 2018, the United States Trustee for Region 2 (the “**U.S. Trustee**”) appointed an official committee of unsecured creditors pursuant to section 1102(a) of the Bankruptcy Code (the “**Creditors’ Committee**”) [ECF No. 276]. The Debtors continue to operate their business and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

The following notes and statements and limitations should be referred to, and referenced in connection with, any review of the MOR.

1. **Basis of Presentation.** The Debtors are filing their consolidated monthly operating report (the “**MOR**”) solely for purposes of complying with the monthly operating requirements applicable in the Debtors’ chapter 11 cases. The MOR is in a format acceptable to the U.S. Trustee for the Southern District of New York (the “**U.S. Trustee**”). The MOR should not

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors’ corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

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be relied upon by any persons for information relating to current or future financial conditions, events, or performance of any of the Debtors or their affiliates.

In preparing the MOR, the Debtors relied on financial data derived from their books and records that was available at the time of preparation. Subsequent information or discovery may result in material changes to the MOR and errors or omissions may exist. Notwithstanding any such discovery, new information, or errors or omissions, the Debtors do not undertake any obligation or commitment to update the MOR.

This MOR has not been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP") and does not include all of the information and footnotes required by U.S. GAAP. Therefore, there can be no assurance that the consolidated financial information presented herein is complete, and readers are strongly cautioned not to place undue reliance on the MOR.

The information furnished in this report includes primarily normal recurring adjustments but does not include all the adjustments that would typically be made for the quarterly and annual consolidated financial statements to be in accordance with U.S. GAAP. Certain adjusting entries (including, but not limited to, income tax expense and intercompany profit eliminations) are only prepared on a quarterly basis, and therefore any such adjustments included herein are based on information as of November 3, 2018, the Debtors' fiscal third quarter end. Furthermore, the monthly financial information contained herein has not been subjected to the same level of accounting review and testing that the Debtors apply in the preparation of their quarterly and annual consolidated financial information in accordance with U.S. GAAP. Accordingly, upon the application of such procedures, the Debtors believe that the financial information may be subject to change, and these changes could be material. Finally, the Debtors' fiscal year end is on February 2, 2019, and their audited consolidated financial statements will be prepared following that date.

In future periods, any changes to prior period balances will be reflected in the current month's MOR.

The results of operations contained herein are not necessarily indicative of results that may be expected from any other period or for the full year and may not necessarily reflect the consolidated results of operations and financial position of the Debtors in the future.

2. **Reporting Period.** Unless otherwise noted herein, the MOR generally reflects the Debtors' books and records and financial activity occurring during the applicable reporting period. Except as otherwise noted, no adjustments have been made for activity occurring after the close of the reporting period.
3. **Consolidated Entity Accounts Payable and Disbursements Systems.** Cash is received and disbursed by the Debtors as described in the *Motion of Debtors for Authority to (I) Continue Using Existing Cash Management System, Bank Accounts, and Business Forms, (II) Implement Ordinary Course Changes to Cash Management System, (III) Continue Intercompany Transactions, and (IV) Provide Administrative Expense Priority for Post-*

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Petition Intercompany Claims and Related Relief (the “**Cash Management Motion**”) to the extent approved in the order granting the Cash Management Motion on a final basis (the “**Final Cash Management Order**”) [ECF No. 1394].

4. **Accuracy.** The financial information disclosed herein was not prepared in accordance with federal or state securities laws or other applicable non-bankruptcy law or in lieu of complying with any periodic reporting requirements thereunder. Persons and entities trading in or otherwise purchasing, selling, or transferring the claims against or equity interests in the Debtors should evaluate this financial information in light of the purposes for which it was prepared. The Debtors are not liable for and undertake no responsibility to indicate variations from securities laws or for any evaluations of the Debtors based on this financial information or any other information.
5. **Debtor-in-Possession Financing.** On November 30, 2018, the Debtors received authorization from the Bankruptcy Court to access their \$1,830,378,380 Debtor-in-Possession ABL Facility on a final basis pursuant to the *Final Order (I) Authorizing the Debtors to (A) Obtain Post-Petition Financing, (B) Grant Senior Secured Priming Liens and Superpriority Administrative Expense Claims, and (C) Utilize Cash Collateral; (II) Granting Adequate Protection to the Pre-Petition Secured Parties; (III) Modifying the Automatic Stay; and (IV) Granting Related Relief* [ECF No. 955] (the “**Final DIP ABL Order**”), and on December 28, 2018 the Debtors received authorization to access on a final basis their \$350 million Junior Debtor-in-Possession Facility pursuant to the *Final Junior DIP Order (I) Authorizing the Debtors to (A) Obtain Post-Petition Financing and (B) Grant Secured Priming Liens and Superpriority Administrative Expense Claim; (II) Modifying the Automatic Stay; and (IV) Granting Related Relief* [ECF No. 1436] (the “**Final Junior DIP Order**,” and together with the Final ABL DIP Order, the “**DIP Orders**”) and the documents governing the Debtor-in-Possession financing thereunder (the “**DIP Loan Documents**”). Please see the DIP Orders for additional detail.
6. **Payment of Pre-Petition Claims Pursuant to First Day Orders.** Within the first two days of the Debtors’ chapter 11 cases, the Bankruptcy Court entered orders (the “**First Day Orders**”) authorizing, but not directing, the Debtors to pay, on an interim basis, certain pre-petition (a) claims of critical vendors, shippers, warehousemen, other lien claimants, and foreign creditors; (b) taxes; (c) employee wages, salaries and other compensation and benefits; and (d) obligations related to the use of the Debtors’ cash management system, among other things. On November 16, 2018, the Bankruptcy Court approved the relief requested in connection with the First Day Orders on a final basis, except for the Final Cash Management Order, which was entered on December 21, 2018. To the extent any payments were made on account of such claims or obligations following the commencement of these chapter 11 cases pursuant to the authority granted to the Debtors by the Bankruptcy Court under the First Day Orders, such payments have been included in the MOR unless otherwise noted.
7. **Reservation of Rights.** The Debtors reserve all rights to amend or supplement the MOR in all respects, as may be necessary or appropriate. Nothing contained in this MOR shall

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constitute a waiver of any of the Debtors' rights or an admission with respect to their chapter 11 cases.

8. Specific MOR Disclosures.

- a. **Notes to MOR-1a:** The net cash receipts represent cash received by each Debtor assigned bank account.
- b. **Notes to MOR-1b:** Certain Debtors make disbursements on behalf of other Debtors. The net cash disbursements represents cash disbursed by the applicable Debtor excluding disbursements made on behalf of other Debtors, which are reflected on the accounts of the Debtors on whose behalf they are made. The total disbursements (for quarterly fee purposes) represent the disbursements made on behalf of each affiliated Debtor.
- c. **Notes to MOR-1c:** All amounts listed are the bank balances as of the date in the respective footnote on MOR 1-c. The Debtors have, on a timely basis, performed bank account reconciliations in the ordinary course of business. Due to the level of detailed records, copies of the bank account statements and reconciliations are available for inspection only upon request.
- d. **Notes to MOR-1d:** This MOR lists the professional fees paid during this reporting period to Restructuring Professionals retained by the Debtors in these chapter 11 cases.
- e. **Notes to MOR-2 & MOR-3:** The amounts currently classified as liabilities subject to compromise may be subject to future adjustments depending on Bankruptcy Court actions, payments pursuant to Bankruptcy Court orders, further developments with respect to, among other things, the reconciliation and adjudication of claims, determinations of the secured status of certain claims, the value of any collateral securing such claims, rejection of executory contracts, or other events.
- f. **Notes to MOR-4a:** For status of post-petition tax payments, see disclosures as noted on MOR-4a. Due to the size and detail of such records, (i) copies of IRS Form 6123 or payment receipts; (ii) copies of tax returns filed during the reporting period; and (iii) a taxes aging schedule will be made available upon reasonable request in writing to bankruptcy counsel for the Debtors.
- g. **Notes to MOR-4b:** The Debtors are current on post-petition payables, taking into consideration pending credits and adjustments and disputes that arise in the ordinary course of business.
- h. **Notes to MOR-6:** During this reporting period, the 2016 Term Loan (as defined within Note 2 of the Q1 2016 10-Q) was rolled up into the Senior Debtor-in-Possession Credit Facility (as defined within Note 3 of the Q3 2018 10-Q) (which

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for purposes of this MOR is defined as the “Debtor-in-Possession ABL Facility”). The rollup of the 2016 Term Loan balance into the Debtor-in-Possession ABL Facility is presented on schedule MOR-6 within the “ADDITIONAL DRAWS” column, however, no draws took place during this reporting period.

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**In re: SEARS HOLDINGS CORPORATION, et al.****Case No. 18-23538 (RDD)****Debtor****Reporting Period: 12/2/18 - 1/5/19****Federal Tax I.D. No. 20-1920798****CORPORATE MONTHLY OPERATING REPORT**

| REQUIRED DOCUMENTS | Form No. | Document Attached | Explanation Attached |
|--|--|--------------------------|-----------------------------|
| Schedule of Cash Receipts | <u>MOR-1a</u> | X | |
| Schedule of Cash Disbursements | <u>MOR-1b & 1b</u> <u>(CON'T)</u> | X | |
| Bank Reconciliation (or copies of debtor's bank reconciliations) | <u>MOR-1c</u> | X | |
| Copies of bank statements | | | Available Upon Request |
| Cash disbursements journals | | | Available Upon Request |
| Schedule of Retained Restructuring Professionals Fees | <u>MOR-1d</u> | X | |
| Statement of Operations | <u>MOR-2</u> | X | |
| Balance Sheet | <u>MOR-3</u> | X | |
| Status of Post-petition Taxes | <u>MOR-4a</u> | X | |
| Copies of IRS Form 6123 or payment receipt | | | Available Upon Request |
| Copies of tax returns filed during reporting period | | | Available Upon Request |
| Summary of Unpaid Post-petition Debts | <u>MOR-4b</u> | X | |
| Listing of Aged Accounts Payable | | | Available Upon Request |
| Accounts Receivable Reconciliation and Aging | <u>MOR-4c</u> | X | |
| Payments to Insiders | <u>MOR-5</u> | X | |
| Post Petition Status of Secured Notes | <u>MOR-6</u> | X | |
| Debtor Questionnaire | <u>MOR-7</u> | X | |

I declare under penalty of perjury (28 U.S.C. Section 1746) that this report and the attached documents are true and correct to the best of my knowledge and belief.

/s/ Robert A. Riecker1/25/19

Signature of Authorized Individual

Date

Robert A. RieckerMember Office of the CEO and Chief Financial Officer

Printed Name of Authorized Individual

Title of Authorized Individual

In re: SEARS HOLDINGS CORPORATION, et al.
(Jointly Administered)

Case No. 18-23538 (RDD)
Reporting Period: 12/2/18 - 1/5/19
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NOTES TO MONTHLY OPERATING REPORT

The Monthly Operating Report ("MOR") includes activity for the following Debtors:

| # | DEBTOR ENTITY NAME | FILING DATE | BANKRUPTCY CASE NUMBER | COMPLETE EIN OR OTHER TAXPAYER I.D. |
|-----|---|-------------|---------------------------|--|
| 1. | SEARS, ROEBUCK AND CO. | 10/15/18 | 087-18-23537 | 36-1750680 |
| 2. | SEARS HOLDINGS CORPORATION | 10/15/18 | 087-18-23538 | 20-1920798 |
| 3. | KMART HOLDING CORPORATION | 10/15/18 | 087-18-23539 | 32-0073116 |
| 4. | KMART OPERATIONS LLC | 10/15/18 | 087-18-23540 | 32-0456546 |
| 5. | SEARS OPERATIONS LLC | 10/15/18 | 087-18-23541 | 35-2524331 |
| 6. | SERVICELIVE, INC. | 10/15/18 | 087-18-23542 | 36-4616774 |
| 7. | A&E FACTORY SERVICE, LLC | 10/15/18 | 087-18-23543 | 36-4486695 |
| 8. | A&E HOME DELIVERY, LLC | 10/15/18 | 087-18-23544 | 37-1500205 |
| 9. | A&E LAWN & GARDEN, LLC | 10/15/18 | 087-18-23545 | 13-4275028 |
| 10. | A&E SIGNATURE SERVICE, LLC | 10/15/18 | 087-18-23546 | 37-1500204 |
| 11. | FBA HOLDINGS INC. | 10/15/18 | 087-18-23547 | 36-4186537 |
| 12. | INNOVEL SOLUTIONS, INC. | 10/15/18 | 087-18-23548 | 36-1857180 |
| 13. | KMART CORPORATION | 10/15/18 | 087-18-23549 | 38-0729500 |
| 14. | MAXSERV, INC. | 10/15/18 | 087-18-23550 | 74-2707626 |
| 15. | PRIVATE BRANDS, LTD. | 10/15/18 | 087-18-23551 | 55-0544022 |
| 16. | SEARS DEVELOPMENT CO. | 10/15/18 | 087-18-23552 | 36-2476028 |
| 17. | SEARS HOLDINGS MANAGEMENT CORPORATION | 10/15/18 | 087-18-23553 | 20-3592148 |
| 18. | SEARS HOME & BUSINESS FRANCHISES, INC. | 10/15/18 | 087-18-23554 | 98-0126742 |
| 19. | SEARS HOME IMPROVEMENT PRODUCTS, INC. | 10/15/18 | 087-18-23555 | 25-1698591 |
| 20. | SEARS INSURANCE SERVICES, L.L.C. | 10/15/18 | 087-18-23556 | 36-4287182 |
| 21. | SEARS PROCUREMENT SERVICES, INC. | 10/15/18 | 087-18-23557 | 30-0092859 |
| 22. | SEARS PROTECTION COMPANY | 10/15/18 | 087-18-23558 | 36-4471250 |
| 23. | SEARS PROTECTION COMPANY (PR) INC. | 10/15/18 | 087-18-23559 | 66-0704861 |
| 24. | SEARS ROEBUCK ACCEPTANCE CORP. | 10/15/18 | 087-18-23560 | 51-0080535 |
| 25. | SEARS, ROEBUCK DE PUERTO RICO, INC. | 10/15/18 | 087-18-23561 | 66-0233626 |
| 26. | SYW RELAY LLC | 10/15/18 | 087-18-23562 | 35-2561870 |
| 27. | WALLY LABS LLC | 10/15/18 | 087-18-23563 | None |
| 28. | BIG BEAVER OF FLORIDA DEVELOPMENT, LLC | 10/15/18 | 087-18-23564 | None |
| 29. | CALIFORNIA BUILDER APPLIANCES, INC. | 10/15/18 | 087-18-23565 | 68-0406327 |
| 30. | FLORIDA BUILDER APPLIANCES, INC. | 10/15/18 | 087-18-23566 | 36-3619133 |
| 31. | KBL HOLDING INC. | 10/15/18 | 087-18-23567 | 26-0031295 |
| 32. | KLC, INC. | 10/15/18 | 087-18-23568 | 75-2490839 |
| 33. | SEARS PROTECTION COMPANY (FLORIDA), LLC | 10/15/18 | 087-18-23569 | 20-0224239 |
| 34. | KMART OF WASHINGTON LLC | 10/15/18 | 087-18-23570 | 61-1448898 |
| 35. | KMART STORES OF ILLINOIS LLC | 10/15/18 | 087-18-23571 | 61-1448897 |
| 36. | KMART STORES OF TEXAS LLC | 10/15/18 | 087-18-23572 | 61-1448915 |
| 37. | MYGOFER LLC | 10/15/18 | 087-18-23573 | 26-4005531 |
| 38. | SEARS BRANDS BUSINESS UNIT CORPORATION | 10/15/18 | 087-18-23574 | 42-1564658 |
| 39. | SEARS HOLDINGS PUBLISHING COMPANY, LLC | 10/15/18 | 087-18-23575 | 26-0075554 |
| 40. | KMART OF MICHIGAN, INC. | 10/15/18 | 087-18-23576 | 38-3551696 |
| 41. | SHC DESERT SPRINGS, LLC | 10/15/18 | 087-18-23577 | None |
| 42. | SOE, INC. | 10/15/18 | 087-18-23578 | 83-0399616 |
| 43. | STARWEST, LLC | 10/15/18 | 087-18-23579 | 37-1495379 |
| 44. | STI MERCHANDISING, INC. | 10/15/18 | 087-18-23580 | 38-2760188 |
| 45. | TROY COOLIDGE NO. 13, LLC | 10/15/18 | 087-18-23581 | None |
| 46. | BLUELIGHT.COM, INC. | 10/15/18 | 087-18-23582 | 77-0527034 |
| 47. | SEARS BRANDS, L.L.C. | 10/15/18 | 087-18-23583 | 42-1564664 |
| 48. | SEARS BUYING SERVICES, INC. | 10/15/18 | 087-18-23584 | 36-3256533 |
| 49. | KMART.COM LLC | 10/15/18 | 087-18-23585 | 77-0529022 |
| 50. | SEARS BRANDS MANAGEMENT CORPORATION | 10/15/18 | 087-18-23586 | 36-2555365 |
| 51. | SHC LICENSED BUSINESS LLC | 10/18/18 | 087-18-23616 | 37-1783718 |
| 52. | SHC PROMOTIONS LLC | 10/22/18 | 087-18-23630 | 26-4209626 |

In re: SEARS HOLDINGS CORPORATION, et al.

(Jointly Administered)

MOR-1a

(in US Dollars)

(Unaudited)

Case No. 18-23538 (RDD)

Reporting Period: 12/2/18 - 1/5/19

Federal Tax I.D. No. 20-1920798

SCHEDULE OF RECEIPTS

| # | DEBTOR ENTITY NAME | BANKRUPTCY CASE NUMBER | NET CASH RECEIPTS (a) |
|-----|---|---------------------------|--------------------------|
| 1. | SEARS, ROEBUCK AND CO. | 087-18-23537 | \$ 674,667,156 |
| 2. | SEARS HOLDINGS CORPORATION | 087-18-23538 | 438,958 |
| 3. | KMART HOLDING CORPORATION | 087-18-23539 | - |
| 4. | KMART OPERATIONS LLC | 087-18-23540 | - |
| 5. | SEARS OPERATIONS LLC | 087-18-23541 | - |
| 6. | SERVICELIVE, INC. | 087-18-23542 | 164,649 |
| 7. | A&E FACTORY SERVICE, LLC | 087-18-23543 | - |
| 8. | A&E HOME DELIVERY, LLC | 087-18-23544 | - |
| 9. | A&E LAWN & GARDEN, LLC | 087-18-23545 | - |
| 10. | A&E SIGNATURE SERVICE, LLC | 087-18-23546 | - |
| 11. | FBA HOLDINGS INC. | 087-18-23547 | - |
| 12. | INNOVEL SOLUTIONS, INC. | 087-18-23548 | 8,821,013 |
| 13. | KMART CORPORATION | 087-18-23549 | 471,886,890 |
| 14. | MAXSERV, INC. | 087-18-23550 | - |
| 15. | PRIVATE BRANDS, LTD. | 087-18-23551 | - |
| 16. | SEARS DEVELOPMENT CO. | 087-18-23552 | - |
| 17. | SEARS HOLDINGS MANAGEMENT CORPORATION | 087-18-23553 | 54,830,108 |
| 18. | SEARS HOME & BUSINESS FRANCHISES, INC. | 087-18-23554 | 1,220,032 |
| 19. | SEARS HOME IMPROVEMENT PRODUCTS, INC | 087-18-23555 | 9,912,282 |
| 20. | SEARS INSURANCE SERVICES, L.L.C. | 087-18-23556 | - |
| 21. | SEARS PROCUREMENT SERVICES, INC. | 087-18-23557 | - |
| 22. | SEARS PROTECTION COMPANY | 087-18-23558 | 265,370 |
| 23. | SEARS PROTECTION COMPANY (PR) INC. | 087-18-23559 | 1,845 |
| 24. | SEARS ROEBUCK ACCEPTANCE CORP. | 087-18-23560 | - |
| 25. | SEARS, ROEBUCK DE PUERTO RICO, INC. | 087-18-23561 | - |
| 26. | SYW RELAY LLC | 087-18-23562 | - |
| 27. | WALLY LABS LLC | 087-18-23563 | - |
| 28. | BIG BEAVER OF FLORIDA DEVELOPMENT, LLC | 087-18-23564 | - |
| 29. | CALIFORNIA BUILDER APPLIANCES, INC. | 087-18-23565 | 5,055,022 |
| 30. | FLORIDA BUILDER APPLIANCES, INC. | 087-18-23566 | 6,713,645 |
| 31. | KBL HOLDING INC. | 087-18-23567 | - |
| 32. | KLC, INC. | 087-18-23568 | - |
| 33. | SEARS PROTECTION COMPANY (FLORIDA), LLC | 087-18-23569 | - |
| 34. | KMART OF WASHINGTON LLC | 087-18-23570 | - |
| 35. | KMART STORES OF ILLINOIS LLC | 087-18-23571 | - |
| 36. | KMART STORES OF TEXAS LLC | 087-18-23572 | - |
| 37. | MYGOFER LLC | 087-18-23573 | - |
| 38. | SEARS BRANDS BUSINESS UNIT CORP | 087-18-23574 | 463,299 |
| 39. | SEARS HOLDINGS PUBLISHING COMPANY, LLC | 087-18-23575 | - |
| 40. | KMART OF MICHIGAN, INC. | 087-18-23576 | - |
| 41. | SHC DESERT SPRINGS, LLC | 087-18-23577 | - |
| 42. | SOE, INC. | 087-18-23578 | - |
| 43. | STARWEST, LLC | 087-18-23579 | 2,943,399 |
| 44. | STI MERCHANDISING, INC. | 087-18-23580 | - |
| 45. | TROY COOLIDGE NO. 13, LLC | 087-18-23581 | - |
| 46. | BLUELIGHT.COM, INC. | 087-18-23582 | - |
| 47. | SEARS BRANDS, L.L.C. | 087-18-23583 | - |
| 48. | SEARS BUYING SERVICES, INC. | 087-18-23584 | - |
| 49. | KMART.COM LLC | 087-18-23585 | - |
| 50. | SEARS BRANDS MANAGEMENT CORPORATION | 087-18-23586 | 234,247 |
| 51. | SHC LICENSED BUSINESS LLC | 087-18-23616 | - |
| 52. | SHC PROMOTIONS LLC | 087-18-23630 | - |
| | TOTAL | | \$1,237,617,916 |

Footnote(s):

(a) The net cash receipts represent cash received by each Debtor assigned bank account.

In re: SEARS HOLDINGS CORPORATION, et al.
(Jointly Administered)
MOR-1b
(in US Dollars)
(Unaudited)

Case No. 18-23538 (RDD)
Reporting Period: 12/2/18 - 1/5/19
Federal Tax I.D. No. 20-1920798

SCHEDULE OF DISBURSEMENTS

| # | DEBTOR ENTITY NAME | BANKRUPTCY CASE NUMBER | NET CASH DISBURSEMENTS (a) | PLUS: ESTATE DISBURSEMENTS MADE BY OUTSIDE SOURCES (i.e. escrow accounts) | TOTAL DISBURSEMENTS (FOR QUARTERLY FEE PURPOSES) | F/N |
|-----|---|---------------------------|----------------------------------|--|---|-----|
| 1. | SEARS, ROEBUCK AND CO. | 087-18-23537 | \$ 573,232,457 | \$ - | \$ 573,232,457 | |
| 2. | SEARS HOLDINGS CORPORATION | 087-18-23538 | 19,256 | 10,154,543 | 10,173,799 | (b) |
| 3. | KMART HOLDING CORPORATION | 087-18-23539 | - | - | - | |
| 4. | KMART OPERATIONS LLC | 087-18-23540 | 14,857,023 | - | 14,857,023 | |
| 5. | SEARS OPERATIONS LLC | 087-18-23541 | 25,268,830 | - | 25,268,830 | |
| 6. | SERVICELIVE, INC. | 087-18-23542 | 353,279 | - | 353,279 | |
| 7. | A&E FACTORY SERVICE, LLC | 087-18-23543 | 1,341,108 | - | 1,341,108 | |
| 8. | A&E HOME DELIVERY, LLC | 087-18-23544 | 321,049 | - | 321,049 | |
| 9. | A&E LAWN & GARDEN, LLC | 087-18-23545 | - | - | - | |
| 10. | A&E SIGNATURE SERVICE, LLC | 087-18-23546 | - | - | - | |
| 11. | FBA HOLDINGS INC. | 087-18-23547 | - | - | - | |
| 12. | INNOVEL SOLUTIONS, INC. | 087-18-23548 | 56,064,436 | - | 56,064,436 | |
| 13. | KMART CORPORATION | 087-18-23549 | 412,699,428 | - | 412,699,428 | |
| 14. | MAXSERV, INC. | 087-18-23550 | 3,343,757 | - | 3,343,757 | |
| 15. | PRIVATE BRANDS, LTD. | 087-18-23551 | - | - | - | |
| 16. | SEARS DEVELOPMENT CO. | 087-18-23552 | - | - | - | |
| 17. | SEARS HOLDINGS MANAGEMENT CORPORATION | 087-18-23553 | 64,938,873 | - | 64,938,873 | |
| 18. | SEARS HOME & BUSINESS FRANCHISES, INC. | 087-18-23554 | 381,650 | - | 381,650 | |
| 19. | SEARS HOME IMPROVEMENT PRODUCTS, INC | 087-18-23555 | 13,864,462 | - | 13,864,462 | |
| 20. | SEARS INSURANCE SERVICES, L.L.C. | 087-18-23556 | 372,917 | - | 372,917 | |
| 21. | SEARS PROCUREMENT SERVICES, INC. | 087-18-23557 | - | - | - | |
| 22. | SEARS PROTECTION COMPANY | 087-18-23558 | 204,472 | - | 204,472 | |
| 23. | SEARS PROTECTION COMPANY (PR) INC. | 087-18-23559 | - | - | - | |
| 24. | SEARS ROEBUCK ACCEPTANCE CORP. | 087-18-23560 | 13,227,376 | - | 13,227,376 | |
| 25. | SEARS, ROEBUCK DE PUERTO RICO, INC. | 087-18-23561 | 6,906,644 | - | 6,906,644 | |
| 26. | SYW RELAY LLC | 087-18-23562 | - | - | - | |
| 27. | WALLY LABS LLC | 087-18-23563 | - | - | - | |
| 28. | BIG BEAVER OF FLORIDA DEVELOPMENT, LLC | 087-18-23564 | - | - | - | |
| 29. | CALIFORNIA BUILDER APPLIANCES, INC. | 087-18-23565 | 5,360,514 | - | 5,360,514 | |
| 30. | FLORIDA BUILDER APPLIANCES, INC. | 087-18-23566 | 7,624,003 | - | 7,624,003 | |
| 31. | KBL HOLDING INC. | 087-18-23567 | - | - | - | |
| 32. | KLC, INC. | 087-18-23568 | - | - | - | |
| 33. | SEARS PROTECTION COMPANY (FLORIDA), LLC | 087-18-23569 | - | - | - | |
| 34. | KMART OF WASHINGTON LLC | 087-18-23570 | 453,665 | - | 453,665 | |
| 35. | KMART STORES OF ILLINOIS LLC | 087-18-23571 | 2,270,678 | - | 2,270,678 | |
| 36. | KMART STORES OF TEXAS LLC | 087-18-23572 | 330,624 | - | 330,624 | |
| 37. | MYGOFER LLC | 087-18-23573 | - | - | - | |
| 38. | SEARS BRANDS BUSINESS UNIT CORP | 087-18-23574 | 873,320 | - | 873,320 | |
| 39. | SEARS HOLDINGS PUBLISHING COMPANY, LLC | 087-18-23575 | - | - | - | |
| 40. | KMART OF MICHIGAN, INC. | 087-18-23576 | 4,457,746 | - | 4,457,746 | |
| 41. | SHC DESERT SPRINGS, LLC | 087-18-23577 | - | - | - | |
| 42. | SOE, INC. | 087-18-23578 | - | - | - | |
| 43. | STARWEST, LLC | 087-18-23579 | 2,232,997 | - | 2,232,997 | |
| 44. | STI MERCHANDISING, INC. | 087-18-23580 | - | - | - | |
| 45. | TROY COOLIDGE NO. 13, LLC | 087-18-23581 | - | - | - | |
| 46. | BLUELIGHT.COM, INC. | 087-18-23582 | - | - | - | |
| 47. | SEARS BRANDS, L.L.C. | 087-18-23583 | - | - | - | |
| 48. | SEARS BUYING SERVICES, INC. | 087-18-23584 | - | - | - | |
| 49. | KMART.COM LLC | 087-18-23585 | 748,994 | - | 748,994 | |
| 50. | SEARS BRANDS MANAGEMENT CORPORATION | 087-18-23586 | 2,769,779 | - | 2,769,779 | |
| 51. | SHC LICENSED BUSINESS LLC | 087-18-23616 | - | - | - | |
| 52. | SHC PROMOTIONS LLC | 087-18-23630 | 60,299 | - | 60,299 | |
| | TOTAL | | \$ 1,214,579,636 | \$ 10,154,543 | \$ 1,224,734,179 | |

Footnote(s):

- (a) The net cash disbursements represent cash disbursed by the Debtor entity excluding disbursements made on behalf of other Debtor entities, which are reflected on the accounts of the Debtors on whose behalf they are made.
- (b) Sears Holdings Corporation (087-18-23538) total disbursements of \$10.1 million represents professional fee payments of \$9.7 million and disbursement from the Escrow PBGC Account of approximately \$0.4 million. The approximately \$0.4 million distributed from the Escrow PBGC Account represents interest posted to the Escrow PBGC Account in December, the month after it was earned in November. The beginning and ending balance of the Escrow PBGC Account is \$0.

In re: SEARS HOLDINGS CORPORATION, et al.

(Jointly Administered)

MOR-1b (CON'T)

(in US Dollars)

(Unaudited)

Case No. 18-23538 (RDD)

Reporting Period: 12/2/18 - 1/5/19

Federal Tax I.D. No. 20-1920798

QTD SUMMARY OF DISBURSEMENTS BY DEBTOR

| # | DEBTOR ENTITY NAME | BANKRUPTCY CASE NUMBER | Q4'18 | | | |
|--------------|---|---------------------------|---|---|---|---|
| | | | TOTAL DISBURSEMENTS (FOR QUARTERLY FEE PURPOSES) | TOTAL DISBURSEMENTS (FOR QUARTERLY FEE PURPOSES) | QTD TOTAL DISBURSEMENTS (FOR QUARTERLY FEE PURPOSES) | QTD TOTAL DISBURSEMENTS (FOR QUARTERLY FEE PURPOSES) |
| | | | OCT. 15 - NOV. 3, 2018 | NOV. 4 - DEC. 1, 2018 | DEC. 2, 2018 - JAN. 5 2019 | OCT. 15 - JAN. 5 2019 |
| 1. | SEARS, ROEBUCK AND CO. | 087-18-23537 | \$ 255,100,889 | \$ 990,732,960 | \$ 573,232,457 | \$ 1,819,066,306 |
| 2. | SEARS HOLDINGS CORPORATION | 087-18-23538 | 949,045 | 281,937,139 | 10,173,799 | 293,059,984 |
| 3. | KMART HOLDING CORPORATION | 087-18-23539 | - | - | - | - |
| 4. | KMART OPERATIONS LLC | 087-18-23540 | 4,804,392 | 14,894,658 | 14,857,023 | 34,556,073 |
| 5. | SEARS OPERATIONS LLC | 087-18-23541 | 15,302,164 | 24,929,292 | 25,268,830 | 65,500,286 |
| 6. | SERVICELIVE, INC. | 087-18-23542 | 152,786 | 331,616 | 353,279 | 837,681 |
| 7. | A&E FACTORY SERVICE, LLC | 087-18-23543 | 800,784 | 1,165,534 | 1,341,108 | 3,307,426 |
| 8. | A&E HOME DELIVERY, LLC | 087-18-23544 | 158,551 | 238,307 | 321,049 | 717,906 |
| 9. | A&E LAWN & GARDEN, LLC | 087-18-23545 | - | - | - | - |
| 10. | A&E SIGNATURE SERVICE, LLC | 087-18-23546 | - | - | - | - |
| 11. | FBA HOLDINGS INC. | 087-18-23547 | - | - | - | - |
| 12. | INNOVEL SOLUTIONS, INC. | 087-18-23548 | 19,307,550 | 56,471,269 | 56,064,436 | 131,843,255 |
| 13. | KMART CORPORATION | 087-18-23549 | 74,762,024 | 152,004,060 | 412,699,428 | 639,465,512 |
| 14. | MAXSERV, INC. | 087-18-23550 | 1,961,037 | 2,841,800 | 3,343,757 | 8,146,594 |
| 15. | PRIVATE BRANDS, LTD. | 087-18-23551 | - | - | - | - |
| 16. | SEARS DEVELOPMENT CO. | 087-18-23552 | - | - | - | - |
| 17. | SEARS HOLDINGS MANAGEMENT CORPORATION | 087-18-23553 | 36,516,398 | 62,324,902 | 64,938,873 | 163,780,173 |
| 18. | SEARS HOME & BUSINESS FRANCHISES, INC. | 087-18-23554 | 418,338 | 228,781 | 381,650 | 1,028,769 |
| 19. | SEARS HOME IMPROVEMENT PRODUCTS, INC | 087-18-23555 | 11,508,091 | 18,338,609 | 13,864,462 | 43,711,162 |
| 20. | SEARS INSURANCE SERVICES, L.L.C. | 087-18-23556 | 24,074 | 313,461 | 372,917 | 710,452 |
| 21. | SEARS PROCUREMENT SERVICES, INC. | 087-18-23557 | - | - | - | - |
| 22. | SEARS PROTECTION COMPANY | 087-18-23558 | 309,400 | 171,529 | 204,472 | 685,401 |
| 23. | SEARS PROTECTION COMPANY (PR) INC. | 087-18-23559 | - | - | - | - |
| 24. | SEARS ROEBUCK ACCEPTANCE CORP. | 087-18-23560 | 19,529 | 13,916,285 | 13,227,376 | 27,163,190 |
| 25. | SEARS, ROEBUCK DE PUERTO RICO, INC. | 087-18-23561 | 3,823,797 | 6,096,820 | 6,906,644 | 16,827,261 |
| 26. | SYW RELAY LLC | 087-18-23562 | 3,734 | 11,366 | - | 15,101 |
| 27. | WALLY LABS LLC | 087-18-23563 | - | - | - | - |
| 28. | BIG BEAVER OF FLORIDA DEVELOPMENT, LLC | 087-18-23564 | - | - | - | - |
| 29. | CALIFORNIA BUILDER APPLIANCES, INC. | 087-18-23565 | 2,551,620 | 8,140,280 | 5,360,514 | 16,052,414 |
| 30. | FLORIDA BUILDER APPLIANCES, INC. | 087-18-23566 | 4,330,290 | 9,251,316 | 7,624,003 | 21,205,609 |
| 31. | KBL HOLDING INC. | 087-18-23567 | - | - | - | - |
| 32. | KLC, INC. | 087-18-23568 | - | - | - | - |
| 33. | SEARS PROTECTION COMPANY (FLORIDA), LLC | 087-18-23569 | - | - | - | - |
| 34. | KMART OF WASHINGTON LLC | 087-18-23570 | 307,014 | 483,255 | 453,665 | 1,243,934 |
| 35. | KMART STORES OF ILLINOIS LLC | 087-18-23571 | 1,148,561 | 2,435,468 | 2,270,678 | 5,854,707 |
| 36. | KMART STORES OF TEXAS LLC | 087-18-23572 | 143,524 | 288,215 | 330,624 | 762,363 |
| 37. | MYGOFER LLC | 087-18-23573 | - | - | - | - |
| 38. | SEARS BRANDS BUSINESS UNIT CORP | 087-18-23574 | 507,742 | 24,131 | 873,320 | 1,405,193 |
| 39. | SEARS HOLDINGS PUBLISHING COMPANY, LLC | 087-18-23575 | - | - | - | - |
| 40. | KMART OF MICHIGAN, INC. | 087-18-23576 | 2,129,276 | 4,269,796 | 4,457,746 | 10,856,818 |
| 41. | SHC DESERT SPRINGS, LLC | 087-18-23577 | - | - | - | - |
| 42. | SOE, INC. | 087-18-23578 | - | - | - | - |
| 43. | STARWEST, LLC | 087-18-23579 | 4,067,014 | 3,352,693 | 2,232,997 | 9,652,704 |
| 44. | STI MERCHANDISING, INC. | 087-18-23580 | - | - | - | - |
| 45. | TROY COOLIDGE NO. 13, LLC | 087-18-23581 | - | - | - | - |
| 46. | BLUELIGHT.COM, INC. | 087-18-23582 | - | - | - | - |
| 47. | SEARS BRANDS, L.L.C. | 087-18-23583 | - | - | - | - |
| 48. | SEARS BUYING SERVICES, INC. | 087-18-23584 | - | - | - | - |
| 49. | KMART.COM LLC | 087-18-23585 | 229,687 | 659,696 | 748,994 | 1,638,377 |
| 50. | SEARS BRANDS MANAGEMENT CORPORATION | 087-18-23586 | 4,198,791 | 4,072,191 | 2,769,779 | 11,040,762 |
| 51. | SHC LICENSED BUSINESS LLC | 087-18-23616 | - | - | - | - |
| 52. | SHC PROMOTIONS LLC | 087-18-23630 | 45,116 | 56,813 | 60,299 | 162,229 |
| Total | | | \$ 445,581,218 | \$ 1,659,982,242 | \$ 1,224,734,179 | \$ 3,330,297,639 |

In re: **SEARS HOLDINGS CORPORATION, et al.**

(Jointly Administered)

MOR-1c

(in US Dollars)

(Unaudited)

Case No. **18-23538 (RDD)**

Reporting Period: **12/2/18 - 1/5/19**

Federal Tax I.D. No. **20-1920798**

BANK ACCOUNT INFORMATION

| # | LEGAL ENTITY | CASE NUMBER | BANK | LAST 4 DIGITS ACCOUNT # | BANK BALANCE | F/N |
|-----|-------------------------------------|--------------|--------------------------------------|-------------------------|--------------|-----|
| 1. | California Builder Appliances, Inc. | 087-18-23565 | Bank of America, N.A. | 6850 | - | (a) |
| 2. | Florida Builder Appliances, Inc. | 087-18-23566 | Bank of America, N.A. | 7770 | - | (a) |
| 3. | Innovel Solutions, Inc. | 087-18-23548 | Bank of America, N.A. | 3618 | - | (b) |
| 4. | Kmart Corporation | 087-18-23549 | Banco Popular | 0247 | 53,752 | (c) |
| 5. | Kmart Corporation | 087-18-23549 | Banco Popular | 6180 | 815,586 | (c) |
| 6. | Kmart Corporation | 087-18-23549 | BancorpSouth | 3945 | 139,331 | (a) |
| 7. | Kmart Corporation | 087-18-23549 | Bank of America, N.A. | 0136 | - | (b) |
| 8. | Kmart Corporation | 087-18-23549 | Bank of America, N.A. | 0508 | - | (b) |
| 9. | Kmart Corporation | 087-18-23549 | Bank of America, N.A. | 0986 | - | (b) |
| 10. | Kmart Corporation | 087-18-23549 | Bank of America, N.A. | 0994 | - | (b) |
| 11. | Kmart Corporation | 087-18-23549 | Bank of America, N.A. | 1000 | - | (b) |
| 12. | Kmart Corporation | 087-18-23549 | Bank of America, N.A. | 2102 | 253,022 | (b) |
| 13. | Kmart Corporation | 087-18-23549 | Bank of America, N.A. | 3295 | - | (b) |
| 14. | Kmart Corporation | 087-18-23549 | Bank of America, N.A. | 3531 | - | (b) |
| 15. | Kmart Corporation | 087-18-23549 | Bank of America, N.A. | 3816 | - | (b) |
| 16. | Kmart Corporation | 087-18-23549 | Bank of America, N.A. | 3896 | - | (a) |
| 17. | Kmart Corporation | 087-18-23549 | Bank of America, N.A. | 3929 | 2,969,545 | (a) |
| 18. | Kmart Corporation | 087-18-23549 | Bank of America, N.A. | 4404 | - | (b) |
| 19. | Kmart Corporation | 087-18-23549 | Bank of America, N.A. | 5450 | 10,000,000 | (a) |
| 20. | Kmart Corporation | 087-18-23549 | Bank of America, N.A. | 6005 | - | (b) |
| 21. | Kmart Corporation | 087-18-23549 | Bank of America, N.A. | 6911 | - | (b) |
| 22. | Kmart Corporation | 087-18-23549 | Bank of America, N.A. | 7539 | - | (a) |
| 23. | Kmart Corporation | 087-18-23549 | Bank of America, N.A. | 7542 | - | (a) |
| 24. | Kmart Corporation | 087-18-23549 | Bank of America, N.A. | 7555 | - | (a) |
| 25. | Kmart Corporation | 087-18-23549 | Bank of America, N.A. | 7743 | - | (a) |
| 26. | Kmart Corporation | 087-18-23549 | Bank of America, N.A. | 7756 | - | (a) |
| 27. | Kmart Corporation | 087-18-23549 | Bank of America, N.A. | 7769 | - | (b) |
| 28. | Kmart Corporation | 087-18-23549 | Bank of America, N.A. | 7772 | - | (b) |
| 29. | Kmart Corporation | 087-18-23549 | Bank of America, N.A. | 7785 | - | (a) |
| 30. | Kmart Corporation | 087-18-23549 | Bank of America, N.A. | 7798 | - | (b) |
| 31. | Kmart Corporation | 087-18-23549 | Bank of America, N.A. | 7808 | - | (b) |
| 32. | Kmart Corporation | 087-18-23549 | Bank of America, N.A. | 7811 | - | (b) |
| 33. | Kmart Corporation | 087-18-23549 | Bank of America, N.A. | 7824 | - | (a) |
| 34. | Kmart Corporation | 087-18-23549 | Bank of America, N.A. | 7837 | - | (a) |
| 35. | Kmart Corporation | 087-18-23549 | Bank of America, N.A. | 7970 | - | (d) |
| 36. | Kmart Corporation | 087-18-23549 | Bank of America, N.A. | 8978 | 4,509,459 | (a) |
| 37. | Kmart Corporation | 087-18-23549 | Bank Of Oklahoma | 5769 | 8,983 | (b) |
| 38. | Kmart Corporation | 087-18-23549 | BB&T Bank | 8654 | 82,540 | (b) |
| 39. | Kmart Corporation | 087-18-23549 | Capital One Bank | 9632 | 179,258 | (a) |
| 40. | Kmart Corporation | 087-18-23549 | Cherokee State Bank | 0494 | 59,599 | (a) |
| 41. | Kmart Corporation | 087-18-23549 | Citizens Bank | 7910 | 851,942 | (a) |
| 42. | Kmart Corporation | 087-18-23549 | First and Farmers Bank | 0543 | 111,408 | (a) |
| 43. | Kmart Corporation | 087-18-23549 | First Bank and Trust Company | 9130 | 4,000 | (e) |
| 44. | Kmart Corporation | 087-18-23549 | First Hawaiian Bank | 0940 | 734,127 | (a) |
| 45. | Kmart Corporation | 087-18-23549 | First Interstate Bank of Billings NA | 2277 | 16,714 | (f) |
| 46. | Kmart Corporation | 087-18-23549 | First Interstate Bank of Riverton | 1274 | 2,611 | (c) |
| 47. | Kmart Corporation | 087-18-23549 | First National Bank | 0001 | 19,008 | (a) |
| 48. | Kmart Corporation | 087-18-23549 | Fidelity Bank | 2180 | 3,825 | (a) |
| 49. | Kmart Corporation | 087-18-23549 | First National Bank of Grayson | 4081 | 397,298 | (a) |

In re: **SEARS HOLDINGS CORPORATION, et al.**

(Jointly Administered)

MOR-1c

(in US Dollars)

(Unaudited)

Case No. **18-23538 (RDD)**

Reporting Period: **12/2/18 - 1/5/19**

Federal Tax I.D. No. **20-1920798**

BANK ACCOUNT INFORMATION

| # | LEGAL ENTITY | CASE NUMBER | BANK | LAST 4 DIGITS ACCOUNT # | BANK BALANCE | F/N |
|-----|---|--------------|-------------------------------|-------------------------|--------------|-----|
| 50. | Kmart Corporation | 087-18-23549 | First Security | 9005 | 86,380 | (a) |
| 51. | Kmart Corporation | 087-18-23549 | First Security | 7014 | 43,864 | (a) |
| 52. | Kmart Corporation | 087-18-23549 | First State Bank | 6705 | 4,000 | (a) |
| 53. | Kmart Corporation | 087-18-23549 | First Tennessee | 0555 | 45,100 | (b) |
| 54. | Kmart Corporation | 087-18-23549 | Hilltop National Bank | 4003 | 4,000 | (a) |
| 55. | Kmart Corporation | 087-18-23549 | Iowa State Bank | 4408 | 3,985 | (a) |
| 56. | Kmart Corporation | 087-18-23549 | M&T Bank | 2880 | 6,178 | (b) |
| 57. | Kmart Corporation | 087-18-23549 | NBT Bank | 0573 | 140,769 | (a) |
| 58. | Kmart Corporation | 087-18-23549 | NorState Federal Credit Union | 6752 | 75,424 | (a) |
| 59. | Kmart Corporation | 087-18-23549 | Old National Bank | 5501 | 46,675 | (a) |
| 60. | Kmart Corporation | 087-18-23549 | PNC Bank | 0169 | 180,714 | (b) |
| 61. | Kmart Corporation | 087-18-23549 | PNC Bank | 3334 | - | (b) |
| 62. | Kmart Corporation | 087-18-23549 | PNC Bank | 9553 | - | (b) |
| 63. | Kmart Corporation | 087-18-23549 | Union Bank | 1583 | 587,440 | (g) |
| 64. | Kmart Corporation | 087-18-23549 | United Missouri Bank | 0553 | 60,475 | (b) |
| 65. | Kmart Corporation | 087-18-23549 | United Missouri Bank | 3100 | 5,000 | (b) |
| 66. | Kmart Corporation | 087-18-23549 | United Missouri Bank | 4642 | 10,000 | (b) |
| 67. | Kmart Corporation | 087-18-23549 | Wells Fargo | 0318 | 1,154,917 | (b) |
| 68. | Kmart Corporation | 087-18-23549 | Zions National Bank | 6778 | 6,889 | (a) |
| 69. | Sears Holdings Corporation | 087-18-23538 | Bank of America, N.A. | 4266 | - | (b) |
| 70. | Sears Holdings Corporation | 087-18-23538 | Bank of America, N.A. | 6719 | - | (b) |
| 71. | Sears Holdings Management Corporation | 087-18-23553 | Bank of America, N.A. | 5426 | - | (a) |
| 72. | Sears Holdings Management Corporation | 087-18-23553 | Bank of America, N.A. | 6338 | - | (a) |
| 73. | Sears Holdings Management Corporation | 087-18-23553 | Bank of America, N.A. | 6722 | - | (b) |
| 74. | Sears Holdings Management Corporation | 087-18-23553 | KeyBank | 1056 | 6,719 | (a) |
| 75. | Sears Holdings Management Corporation | 087-18-23553 | US Bank | 8942 | 231 | (h) |
| 76. | Sears Protection Company | 087-18-23558 | Bank of America, N.A. | 4583 | 19,133 | (b) |
| 77. | Sears Protection Company (Florida), LLC | 087-18-23569 | Bank of America, N.A. | 4596 | 7,939 | (b) |
| 78. | Sears Protection Company (PR), Inc. | 087-18-23559 | Banco Popular | 5678 | 24,290 | (i) |
| 79. | Sears Protection Company (PR), Inc. | 087-18-23561 | Banco Popular | 1580 | - | (i) |
| 80. | Sears Protection Company (PR), Inc. | 087-18-23561 | Banco Popular | 7665 | 601,693 | (i) |
| 81. | Sears Roebuck Acceptance Corp. | 087-18-23560 | Bank of America, N.A. | 0955 | - | (a) |
| 82. | Sears Roebuck Acceptance Corp. | 087-18-23560 | Bank of America, N.A. | 6815 | - | (a) |
| 83. | Sears Roebuck Acceptance Corp. | 087-18-23560 | Bank of America, N.A. | 9512 | 59,277 | (a) |
| 84. | Sears, Roebuck and Co. | 087-18-23555 | Bank of America, N.A. | 0978 | - | (b) |
| 85. | Sears, Roebuck and Co. | 087-18-23537 | Bank of America, N.A. | 0149 | - | (b) |
| 86. | Sears, Roebuck and Co. | 087-18-23537 | Bank of America, N.A. | 0556 | - | (a) |
| 87. | Sears, Roebuck and Co. | 087-18-23537 | Bank of America, N.A. | 0895 | - | (b) |
| 88. | Sears, Roebuck and Co. | 087-18-23537 | Bank of America, N.A. | 0903 | - | (b) |
| 89. | Sears, Roebuck and Co. | 087-18-23537 | Bank of America, N.A. | 0911 | - | (b) |
| 90. | Sears, Roebuck and Co. | 087-18-23537 | Bank of America, N.A. | 0929 | - | (b) |
| 91. | Sears, Roebuck and Co. | 087-18-23537 | Bank of America, N.A. | 0945 | - | (b) |
| 92. | Sears, Roebuck and Co. | 087-18-23537 | Bank of America, N.A. | 0952 | - | (b) |
| 93. | Sears, Roebuck and Co. | 087-18-23537 | Bank of America, N.A. | 1451 | - | (b) |
| 94. | Sears, Roebuck and Co. | 087-18-23537 | Bank of America, N.A. | 1595 | 2,558,006 | (b) |
| 95. | Sears, Roebuck and Co. | 087-18-23537 | Bank of America, N.A. | 3107 | - | (a) |
| 96. | Sears, Roebuck and Co. | 087-18-23537 | Bank of America, N.A. | 3266 | - | (b) |
| 97. | Sears, Roebuck and Co. | 087-18-23537 | Bank of America, N.A. | 4120 | - | (b) |
| 98. | Sears, Roebuck and Co. | 087-18-23537 | Bank of America, N.A. | 4205 | - | (b) |

In re: **SEARS HOLDINGS CORPORATION, et al.**

(Jointly Administered)

MOR-1c

(in US Dollars)

(Unaudited)

Case No. **18-23538 (RDD)**

Reporting Period: **12/2/18 - 1/5/19**

Federal Tax I.D. No. **20-1920798**

BANK ACCOUNT INFORMATION

| # | LEGAL ENTITY | CASE NUMBER | BANK | LAST 4 DIGITS ACCOUNT # | BANK BALANCE | F/N |
|------|------------------------|--------------|-----------------------|-------------------------|--------------|-----|
| 99. | Sears, Roebuck and Co. | 087-18-23537 | Bank of America, N.A. | 4394 | - | (a) |
| 100. | Sears, Roebuck and Co. | 087-18-23537 | Bank of America, N.A. | 5261 | 189,694 | (b) |
| 101. | Sears, Roebuck and Co. | 087-18-23537 | Bank of America, N.A. | 5468 | - | (b) |
| 102. | Sears, Roebuck and Co. | 087-18-23537 | Bank of America, N.A. | 5885 | - | (b) |
| 103. | Sears, Roebuck and Co. | 087-18-23537 | Bank of America, N.A. | 6570 | 73,087,824 | (a) |
| 104. | Sears, Roebuck and Co. | 087-18-23537 | Bank of America, N.A. | 6654 | 2,137 | (a) |
| 105. | Sears, Roebuck and Co. | 087-18-23537 | Bank of America, N.A. | 6667 | - | (a) |
| 106. | Sears, Roebuck and Co. | 087-18-23537 | Bank of America, N.A. | 7607 | - | (a) |
| 107. | Sears, Roebuck and Co. | 087-18-23537 | Bank of America, N.A. | 7776 | - | (b) |
| 108. | Sears, Roebuck and Co. | 087-18-23537 | Bank of America, N.A. | 7802 | - | (b) |
| 109. | Sears, Roebuck and Co. | 087-18-23537 | Bank of America, N.A. | 7828 | - | (a) |
| 110. | Sears, Roebuck and Co. | 087-18-23537 | Bank of America, N.A. | 7831 | - | (a) |
| 111. | Sears, Roebuck and Co. | 087-18-23537 | Bank of America, N.A. | 7844 | - | (a) |
| 112. | Sears, Roebuck and Co. | 087-18-23537 | Bank of America, N.A. | 7857 | (79) | (a) |
| 113. | Sears, Roebuck and Co. | 087-18-23537 | Bank of America, N.A. | 7969 | - | (a) |
| 114. | Sears, Roebuck and Co. | 087-18-23537 | Bank of America, N.A. | 7972 | - | (a) |
| 115. | Sears, Roebuck and Co. | 087-18-23537 | Bank of America, N.A. | 8279 | - | (j) |
| 116. | Sears, Roebuck and Co. | 087-18-23537 | Bank of America, N.A. | 8855 | - | (a) |
| 117. | Sears, Roebuck and Co. | 087-18-23537 | Bank of America, N.A. | 8868 | - | (a) |
| 118. | Sears, Roebuck and Co. | 087-18-23537 | Bank of America, N.A. | 8871 | - | (a) |
| 119. | Sears, Roebuck and Co. | 087-18-23537 | Bank of America, N.A. | 8884 | - | (a) |
| 120. | Sears, Roebuck and Co. | 087-18-23537 | Bank of America, N.A. | 8960 | - | (a) |
| 121. | Sears, Roebuck and Co. | 087-18-23537 | Bank of America, N.A. | 8965 | 81,056,251 | (a) |
| 122. | Sears, Roebuck and Co. | 087-18-23537 | Bank of America, N.A. | 8973 | - | (a) |
| 123. | Sears, Roebuck and Co. | 087-18-23537 | Bank of America, N.A. | 8981 | 339,577 | (b) |
| 124. | Sears, Roebuck and Co. | 087-18-23537 | Bank of America, N.A. | 8986 | - | (a) |
| 125. | Sears, Roebuck and Co. | 087-18-23537 | Bank of America, N.A. | 8994 | - | (a) |
| 126. | Sears, Roebuck and Co. | 087-18-23537 | Bank of America, N.A. | 9415 | 1,847 | (a) |
| 127. | Sears, Roebuck and Co. | 087-18-23537 | Bank of America, N.A. | 9457 | 594,006 | (a) |
| 128. | Sears, Roebuck and Co. | 087-18-23537 | Bank of America, N.A. | 9939 | - | (b) |
| 129. | Sears, Roebuck and Co. | 087-18-23537 | Bank Of Oklahoma | 1048 | 77,836 | (b) |
| 130. | Sears, Roebuck and Co. | 087-18-23537 | Capital One Bank | 4557 | - | (k) |
| 131. | Sears, Roebuck and Co. | 087-18-23537 | Capital One Bank | 9999 | 27,596 | (a) |
| 132. | Sears, Roebuck and Co. | 087-18-23537 | Citizens Bank | 3397 | 286,198 | (b) |
| 133. | Sears, Roebuck and Co. | 087-18-23537 | First Hawaiian Bank | 8911 | 220,121 | (a) |
| 134. | Sears, Roebuck and Co. | 087-18-23537 | First Tennessee | 0003 | 23,432 | (b) |
| 135. | Sears, Roebuck and Co. | 087-18-23537 | KeyBank | 4236 | 104,819 | (a) |
| 136. | Sears, Roebuck and Co. | 087-18-23537 | PNC Bank | 2515 | 136,467 | (b) |
| 137. | Sears, Roebuck and Co. | 087-18-23537 | PNC Bank | 3342 | - | (b) |
| 138. | Sears, Roebuck and Co. | 087-18-23537 | PNC Bank | 3424 | - | (b) |
| 139. | Sears, Roebuck and Co. | 087-18-23537 | Regions Bank | 5433 | 72,329 | (b) |
| 140. | Sears, Roebuck and Co. | 087-18-23537 | Union Bank | 4871 | 885,186 | (b) |
| 141. | Sears, Roebuck and Co. | 087-18-23537 | Wells Fargo | 2397 | 659,626 | (b) |
| 142. | StarWest, LLC | 087-18-23579 | Bank of America, N.A. | 9396 | - | (a) |

In re: **SEARS HOLDINGS CORPORATION, et al.**

(Jointly Administered)

MOR-1c

(in US Dollars)

(Unaudited)

Case No. **18-23538 (RDD)**

Reporting Period: **12/2/18 - 1/5/19**

Federal Tax I.D. No. **20-1920798**

BANK ACCOUNT INFORMATION

| # | LEGAL ENTITY | CASE NUMBER | BANK | LAST 4 DIGITS ACCOUNT # | BANK BALANCE | F/N |
|---|--------------|----------------|------|-------------------------------|-----------------|-----|
|---|--------------|----------------|------|-------------------------------|-----------------|-----|

Footnote(s):

- (a) The bank statement(s) are for the period from 12/1/18 through 12/31/18.
- (b) The bank statement(s) are for the period from 12/1/18 through 1/4/19.
- (c) The bank statement(s) are for the period from 11/24/18 through 12/28/18.
- (d) Kmart Corporation (087-18-23549) Bank of America, N.A. account ending in x7970 had no activity in over a year and a balance of zero dollars as of 1/5/19.
- (e) The bank statement(s) are for the period from 11/30/18 through 12/31/18.
- (f) The bank statement(s) are for the period from 11/24/18 through 1/5/19.
- (g) The bank statement(s) is as of 1/4/19.
- (h) The bank statement(s) are for the period from 12/3/18 through 12/31/18.
- (i) The bank statement(s) are for the period from 12/1/18 through 1/11/19.
- (j) Sears, Roebuck and Co. (087-18-23537) Bank of America, N.A. account ending in x8279 is a new account opened December 2018.
- (k) The bank statement(s) are for the period from 11/26/18 through 12/28/18.

In re: SEARS HOLDINGS CORPORATION, et al.

(Jointly Administered)

MOR-1d

(in US Dollars)

(Unaudited)

Case No. 18-23538 (RDD)

Reporting Period: 12/2/18 - 1/5/19

Federal Tax I.D. No. 20-1920798

SCHEDULE OF RETAINED RESTRUCTURING PROFESSIONAL FEE DISBURSEMENTS & US TRUSTEE FEES

| PROFESSIONAL | AMOUNT PAID DURING THE REPORTING PERIOD | CUMULATIVE (a) |
|--|---|----------------------|
| <i>Estate Professionals</i> | | |
| Weil, Gotshal & Manges LLP | \$ 4,146,941 | \$ 4,146,941 |
| M-III Advisory Partners LP | 2,303,739 | 2,303,739 |
| Lazard Freres & Co. LLC | 164,335 | 1,644,335 |
| Prime Clerk | 1,456,728 | 1,971,728 |
| A&G Realty Partners LLC | 100,000 | 100,000 |
| Total Estate Professionals | 8,171,743 | 10,166,743 |
| <i>Restructuring Committee Professionals</i> | | |
| Paul Weiss Rifkind Wharton & Garrison LLP | 1,040,460 | 1,040,460 |
| Young Conaway Stargatt & Taylor, LLP | 23,036 | 23,036 |
| Alvarez & Marsal North America, LLC | 500,000 | 500,000 |
| Total Restructuring Committee Professionals | 1,563,495 | 1,563,495 |
| Total Retained Professionals | 9,735,238 | 11,730,238 |
| US Trustee Quarterly Fees | - | - |
| Total Professional and US Trustee Fees | \$ 9,735,238 | \$ 11,730,238 |

Footnotes(s):

(a) Represents payments made since the Commencement Date.

In re: SEARS HOLDINGS CORPORATION, et al.

(Jointly Administered)

MOR-2

(Unaudited)

Case No. 18-23538 (RDD)

Reporting Period: 12/2/18 - 1/5/19

Federal Tax I.D. No. 20-1920798

STATEMENT OF OPERATIONS

Condensed & Consolidated Income Statement (a)

Month Ended

January 5, 2019

(in millions)

REVENUES

Merchandise sales and services

\$ 960

Services and other

151

Total revenues

1,111

COSTS AND EXPENSES

Cost of sales, buying and occupancy - merchandise sales

848

Cost of sales and occupancy - services and other

103

Total cost of sales, buying and occupancy

951

Selling and administrative

212

Depreciation and amortization

30

Impairment charges

—

Gain on sales of assets

(129)

Total costs and expenses

1,064

Operating income (loss)

47

Reorganization, net

(205)

Interest expense

(33)

Interest and investment income (loss)

5

Other loss

(8)

Income (loss) before income taxes

(194)

Income tax (expense) benefit

1

NET LOSS

\$ (193)

Footnote(s):

(a) Numbers may not foot due to rounding

In re: **SEARS HOLDINGS CORPORATION, et al.**

(Jointly Administered)

MOR-3

(Unaudited)

Case No. **18-23538 (RDD)**

Reporting Period: **12/2/18 - 1/5/19**

Federal Tax I.D. No. **20-1920798**

BALANCE SHEET

Condensed & Consolidated Balance Sheet (a)

**As of
January 5, 2019**

(in millions)

ASSETS

Current assets

| | | |
|---|----|--------------|
| Cash and Cash Equivalents | \$ | 167 |
| Restricted Cash | | 174 |
| Accounts Receivable | | 382 |
| Merchandise Inventories | | 1,685 |
| Prepaid Expenses and Other Current Assets | | 411 |
| Total Current Assets | | <u>2,819</u> |

| | | |
|---|-----------|----------------------|
| Property and Equipment (net of accumulated depreciation and amortization) | | 984 |
| Goodwill and Intangible Assets | | 696 |
| Other Assets | | 379 |
| Investment in Subsidiaries | | 26,545 |
| TOTAL ASSETS | \$ | <u>31,423</u> |

LIABILITIES

Current Liabilities

| | | |
|---|--|---------------|
| Short-Term Borrowings | | 584 |
| Current Portion of Long-Term Debt and Capitalized Lease Obligations | | 385 |
| Debtor-in-Possession Credit Facility | | 592 |
| Merchandise Payables | | 218 |
| Intercompany Payables | | 27,120 |
| Other Current Liabilities | | 1,367 |
| Total Current Liabilities | | <u>30,266</u> |

| | | |
|--|--|---------------|
| Long-term Debt and Capitalized Lease Obligations | | 2,279 |
| Pension and Postretirement Benefits | | 134 |
| Deferred Gain on Sale-Leaseback | | 232 |
| Sale-Leaseback Financing Obligation | | 371 |
| Unearned Revenues | | 544 |
| Other Long-term Liabilities | | 401 |
| Total Liabilities Not Subject to Compromise | | <u>34,227</u> |
| Liabilities Subject to Compromise | | 4,445 |
| Commitments and Contingencies | | - |

DEFICIT

| | | |
|--------------------------------------|-----------|----------------------|
| Total Deficit | | (7,249) |
| TOTAL LIABILITIES AND DEFICIT | \$ | <u>31,423</u> |

Footnote(s):

(a) Numbers may not foot due to rounding

(b) Debtor-in-Possession ABL Facility of \$592 million is net of the \$6 million discount and includes the roll-up of the 2016 Term Loan, as defined within Note 2 of the Q1 2016 10-Q.

In re: SEARS HOLDINGS CORPORATION, et al.

Debtor

MOR-4a, 4b, 4c

(in US Dollars)

Case No. 18-23538 (RDD)

Reporting Period: 12/2/18 - 1/5/19

Federal Tax I.D. No. 20-1920798

MOR-4a: STATUS OF POST-PETITION TAXES

Subject: December Monthly Operating Report Attestation Regarding Post-petition Taxes

The Debtor, Sears Holdings Corporation., et al., hereby submit this attestation regarding post-petition taxes.

All post-petition taxes for the Debtors, which are not subject to dispute or reconciliation, are current. There are no material tax disputes or reconciliations.

/s/ Robert A. Riecker

Robert A. Riecker

Member Office of the CEO and Chief Financial Officer

Sears Holdings Corporation., et al.

MOR-4b: SUMMARY OF UNPAID POST-PETITION VENDOR PAYABLES

| DESCRIPTION | CURRENT | NUMBER OF DAYS PAST DUE | | | | TOTAL |
|-------------|----------------|-------------------------|------------|------------|----------|----------------|
| | | 1-30 DAYS | 31-60 DAYS | 61-90 DAYS | 91+ DAYS | |
| Combined | \$ 217,853,263 | \$ - | \$ - | \$ - | \$ - | \$ 217,853,263 |

MOR-4c: ACCOUNTS RECEIVABLE AGING

| DESCRIPTION | CURRENT | 1-30 DAYS | 31-60 DAYS | 61-90 DAYS | 91+ DAYS | TOTAL |
|--------------------------|----------------|---------------|---------------|--------------|--------------|----------------|
| Accounts Receivable, Net | \$ 315,524,225 | \$ 43,435,952 | \$ 10,604,400 | \$ 7,278,426 | \$ 5,296,821 | \$ 382,139,823 |

In re: SEARS HOLDINGS CORPORATION, et al.

Debtor

MOR-5

(in US Dollars)

Case No. 18-23538 (RDD)

Reporting Period: 12/2/18 - 1/5/19

Federal Tax I.D. No. 20-1920798

PAYMENTS TO INSIDERS (a)

| INSIDER PAYMENT SUMMARY (FOR THIS PERIOD ONLY) | |
|---|---------------|
| DESCRIPTION | AMOUNT |
| Regular Earnings, Subject to Withholding & Gross Up; Cash Reimbursement Non-Tax; Cell Phone Reimbursement; Commuter Imputed Tax Income; Imputed Income; Imputed Tax Income; Commuter Pay; Expense Reimbursement; Restructuring Committee Retainer; Travel Reimbursement; Credit to the Company for a Duplicative Relocation Payment, Sears Holdings Corporation Board Annual Retainer | \$ 1,449,664 |

Footnote(s):

(a) The payments to insiders includes payments by the Debtors to individuals who were directors of the Board of Sears Holdings Corporation, employees who have been included in the Debtors' Key Employee Incentive Plan, and the Debtors' Chief Restructuring Officer during the reporting period.

Persons included as "insiders" have been included for informational purposes only. The Debtors do not concede or take any position with respect to: (i) such person's influence over the control of the Debtors; (ii) the management responsibilities or functions of such individual; (iii) the decision-making or corporate authority of such individual; or (iv) whether such individual could successfully argue that he or she is not an "insider" under applicable law, including, without limitation, the federal securities laws or with respect to any theories of liability or for any other purpose. Further, the inclusion of a party as an "insider" is not an acknowledgement or concession that such party is an "insider" under applicable bankruptcy law.

In re: SEARS HOLDINGS CORPORATION, et al.

Debtor

MOR-6

(in US Dollars)

Case No. 18-23538 (RDD)

Reporting Period: 12/2/18 - 1/5/19

Federal Tax I.D. No. 20-1920798

DIP FINANCING (TERM LOAN & ABL) - PERIOD TO DATE

| DESCRIPTION | BEGINNING BALANCE | ADDITIONAL DRAWS | PAYDOWNS | ENDING BALANCE |
|---|----------------------|---------------------|------------------|----------------|
| Debtor-in-Possession ABL Facility (including the rollup of pre-petition ABL revolving and term loans and L/Cs) Note: shows draws and paydowns of DIP term loans only; the revolving advances are repaid with daily cash sweep, except for revolving advances repaid on the Effective Date (a) | \$ 111,889,241 | \$ 570,776,250 | (\$ 159,394,479) | \$ 523,271,012 |

Footnote(s)

(a) As of 1/5/19, the Debtor-in-Possession ABL Facility carrying value totaled \$515,208,340, net of discount \$6,379,264 and debt issuance costs of \$1,683,408.

In re: SEARS HOLDINGS CORPORATION, et al.
Debtor

Case No. 18-23538 (RDD)
Reporting Period: 12/2/18 - 1/5/19
Federal Tax I.D. No. 20-1920798

MOR 7: DEBTOR QUESTIONNAIRE

| Must be completed each month. If the answer to any of the questions is "Yes", provide a detailed explanation of each item. Attach additional sheets if necessary. | | Yes | No | Comments |
|---|--|-----|----|---|
| 1. | Have any assets been sold or transferred outside the normal course of business this reporting period? | | X | |
| 2. | Have any funds been disbursed from any account other than a debtor in possession account this reporting period? | | X | |
| 3. | Is the Debtor delinquent in the timely filing of any post-petition tax returns? | | X | |
| 4. | Are workers compensation, general liability or other necessary insurance coverages expired or cancelled, or has the debtor received notice of expiration or cancellation of such policies? | | X | |
| 5. | Is the Debtor delinquent in paying any insurance premium payment? | | X | |
| 6. | Have any payments been made on pre-petition liabilities this reporting period? | X | | As allowed under the First Day Orders |
| 7. | Are any post petition receivables (accounts, notes or loans) due from related parties? | X | | Sears Hometown and Outlet Stores owes Sears, Roebuck & Co. for the monthly intercompany settlement related to service contract sales, inventory and other support functions provided by the debtor. |
| 8. | Are any post petition payroll taxes past due? | | X | |
| 9. | Are any post petition State or Federal income taxes past due? | | X | |
| 10. | Are any post petition real estate taxes past due? | | X | |
| 11. | Are any other post petition taxes past due? | | X | |
| 12. | Have any pre-petition taxes been paid during this reporting period? | X | | (a) |
| 13. | Are any amounts owed to post petition creditors delinquent? | | X | |
| 14. | Are any wage payments past due? | | X | |
| 15. | Have any post petition loans been received by the Debtor from any party? | | X | |
| 16. | Is the Debtor delinquent in paying any U.S. Trustee fees? | | X | |
| 17. | Is the Debtor delinquent with any court ordered payments to attorneys or other professionals? | | X | |
| 18. | Have the owners or shareholders received any compensation outside of the normal course of business? | | X | |

Footnote(s):

- (a) The following pre-petition taxes were paid during the period: (i) federal excise taxes relating to Q2 2018 for which the wire payment was submitted and not received by the IRS; the wire payment was resubmitted during the current period; (ii) state income taxes for franchise businesses; (iii) franchise taxes; (iv) the State of Connecticut sales and use tax payment for which a check was sent during the normal filing period in November and was not received by the State; a check was reissued in during the current period.